FORM D



Name of Offering

Type of Filing:

1042105

RECEIVED

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL 3235-0076 OMB Number:

Expires: May 31, 2002 Estimated Average burden

hours per form

SEC USE ONLY

16.00

FORM D

NOTICE OF SALE OF SECURITIE PURSUANT TO REGULATION D

UNIFORM LIMITED OFFERING EXEMPT

☐ Rule 505

SECTION 4(6), AND/OR

[₹] \$ 20	Pretix	Serial
	DATE REC	EIVED
104 550	مرن	
Section 4(6)	☐ ULOE	

1. Enter the information requested about the issuer

☐ New Filing

Filing Under (Check box(es) that apply):

(check if this is an amendment and name has changed, and indicate change.)

Aggressive Growth Investment Portfolio, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

3801 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410 Address of Principal Business Operations

(Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

(561) 746-8444 Telephone Number (Including Area Code)

Same

limited partnership, to be formed

(check if this is an amendment and name has changed, and indicate change.)

☐ Rule 504

Amendment

Brief Description of Business

(if different from Executive Offices)

Investments in Securities Type of Business Organization

business trust

Corporation

imited partnership, already formed

other (please specify):

Actual or Estimated Date of Incorporation or Organization:

Month 0 6

Year 9 7

✓ Actual

☐ Estimated

FINANCIAL

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

E

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Part A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	IFICATION DATA		
2. Enter the information reques	ted for the follow				
 Each promoter of the issuer 	, if the issuer has	been organized within the pa	ast five years;		
 Each beneficial owner having 	ng the power to vo	ote or dispose, or direct the v	vote or disposition of, 10% or	more of a class of eq	uity securities of the issuer;
 Each executive officer and 	director of corpor	ate issuers and of corporate	general and managing partner	s of partnership issue	rs; and
Each general and managing	partner of partne	rship issuers.			
Check Box(es) that Apply:	romoter [Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individua	.1)				
Asset Management Advisors, LLC					
Business or Residence Address (Numl	ber and Street, Cit	y, State, Zip Code)			
3801 PGA Blvd., Suite 555, Palm Bead	ch Gardens, FL ?	33410			
Check Box(es) that Apply:	romoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individua	1)				
SunTrust Banks, Inc.					
	ber and Street, Cit	y, State, Zip Code)			1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
303 Peachtree Street, NE, Atlanta, GA	A 30303				
CZ-9	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individua	I)				
AMA Holdings, Inc.					
	per and Street, Cit	y, State, Zip Code)			
3801 PGA Blvd., Suite 555, Palm Beac	ch Gardens, FL 3	3410			
Check Box(es) that Apply:			Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual	1)				
Perry, Henry A.					
Business or Residence Address (Numb	per and Street, Cit	y, State, Zip Code)			
3801 PGA Blvd., Suite 555, Palm Bead	ch Gardens, FL 3	3410			
Check Box(es) that Apply:	romoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individua	ıl)				
McGould, Sean G.					
Business or Residence Address (Numb	per and Street, Cit	y, State, Zip Code)			
3801 PGA Blvd., Suite 555, Palm Beac	ch Gardens, FL 3	3410			
Check Box(es) that Apply: Pr	romoter	Beneficial Owner	X Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual	l)				
Lakin, Kevin R.					
	per and Street, Cit	y, State, Zip Code)			
3801 PGA Blvd., Suite 555, Palm Beac	ch Gardens, FL 3	3410			
	romoter		X Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual	l)	· · · · · · · · · · · · · · · · · · ·			
Philip F. Palmedo					

1 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the information requested for the following: Each permoter of the issuer, if the issuer is the store organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers. Check Box(es) that Apply:			A. BASIC IDENT	TIFICATION DATA		
Each beneficial owner having the power to vote or disposit, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply:	2. Enter the informatio	n requested for the for	ollowing:			
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and be a beneficial Owner						
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Harmer S. Wile Box (es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Managing Partner Managing Partner Managing Partner Managing Partner Managing Partner Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director General and/or Managing Partner Managing Partner Director						
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Check Box(es) that Apply:	Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			-
Managing Partner Full Name (Last name first, if individual) Susiness or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	801 PGA Blvd., Suite 555, Pa	lm Beach Gardens	, FL 33 <u>4</u> 10			
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Check Box(es) that Apply:	Full Name (Last name first, if ir	idividual)				
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Check Box(es) that Apply:	Full Name (Last name first, if ir	idividual)				
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ull Name (Last name first, if individual)	Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	
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Business or Residence Address (Number and Street, City, State, Zip Code)	un maine (Last name mst, ii in	aividuai)				
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit?						В.	INFORM	IATION .	ABOUT (OFFERIN	G					
Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual?	1	Lac the leave	roold or d	oos the les	- خاصر می است	aall +	. noneodis-d	immortone !	n thia - CC	in a?					Yes	No [도]
2. What is the minimum investment that will be accepted from any individual? S50,000P Vest No.	1.	Has the issue	r sola, or a	oes the issue	er intend to									• • • • • • • • • • • • • • • • • • • •		
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchaser in connection with sales of securities in the offering. If I a person to be little is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be lasted are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be lasted are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be lasted are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be lasted are associated and street. City State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [All [AK] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ	2.	· · · · · · · · · · · · · · · · · · ·									q	S50 000	*			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed or associated persons of such a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NONE Business or Residence Address (Number and Street, City State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States)						-	-								Yes	No
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, it is the name of the broker or dealer. The more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NONE Business or Residence Address (Number and Street, City State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3.															
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^{*}May be waived by the General Partner

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$_100,000,000	\$ 13,336,11
Other (Specify:	\$	\$
Total	\$ 100,000,000	\$13,336,11
Answer also in Appendix, Column		
Enter the number of accredited and non-accredited investors who have purchased se the aggregate dollar amounts of their purchases. For offerings under Rule 504, ind who have purchased securities and the aggregate dollar amount of their purchases on answer is "none" or "zero."	icate the number of persons	
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		\$ <u>13,336,11</u>
Jon-accredited Investors	0	\$
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column f this filing is for an offering under Rule 504 or 505, enter the information requested	4, if filing under ULOE. for all securities sold by the	\$ 13,336,117
Answer also in Appendix, Column (if this filing is for an offering under Rule 504 or 505, enter the information requested issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to this offering. Classify securities by type listed in Part C - Question 1.	4, if filing under ULOE. for all securities sold by the the first sale of securities in	
Answer also in Appendix, Column f this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1.	4, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security	
Answer also in Appendix, Column f this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	4, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security	Dollar Amount Sold
Answer also in Appendix, Column f this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	4, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security	Dollar Amount Sold \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested souer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	4, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security	Dollar Amount Sold \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested sauer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A. Rule 504 Total	4, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security	Dollar Amount Sold \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total Furnish a statement of all expenses in connection with the issuance and distributiffering. Exclude amounts relating solely to organization expenses of the issuer. This subject to future contingencies. If the amount of an expenditure is not known, fu	for all securities sold by the the first sale of securities in Type of Security tion of the securities in this e information may be given	Dollar Amount Sold \$ \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Total Total Furnish a statement of all expenses in connection with the issuance and distributiffering. Exclude amounts relating solely to organization expenses of the issuer. This subject to future contingencies. If the amount of an expenditure is not known, further box to the left of the estimate.	for all securities sold by the the first sale of securities in Type of Security ation of the securities in this e information may be given rnish an estimate and check	Dollar Amount Sold \$ \$ \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total Total Total Termish a statement of all expenses in connection with the issuance and distributing the firm of the statement of the amount of an expenditure is not known, furthe box to the left of the estimate. Transfer Agent's Fees	4, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security ution of the securities in this e information may be given rnish an estimate and check	Dollar Amount Sold \$ \$ \$ \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total Furnish a statement of all expenses in connection with the issuance and distributifering. Exclude amounts relating solely to organization expenses of the issuer. This subject to future contingencies. If the amount of an expenditure is not known, further box to the left of the estimate. Fransfer Agent's Fees Printing and Engraving Costs	A, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security attion of the securities in this e information may be given rnish an estimate and check	Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total Total Furnish a statement of all expenses in connection with the issuance and distribution of the interpretation of the interpretation of the same of the issuer. The issubject to future contingencies. If the amount of an expenditure is not known, furthe box to the left of the estimate. Fransfer Agent's Fees Printing and Engraving Costs Legal Fees.	A, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security tition of the securities in this e information may be given rnish an estimate and check	Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total Total Total Teyrnish a statement of all expenses in connection with the issuance and distributifering. Exclude amounts relating solely to organization expenses of the issuer. This subject to future contingencies. If the amount of an expenditure is not known, further box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Accounting Fees	A, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security attion of the securities in this e information may be given rnish an estimate and check	Dollar Amount Sold \$
Answer also in Appendix, Column If this filing is for an offering under Rule 504 or 505, enter the information requested ssuer, to date, in offerings of the types indicated, in the twelve (12) months prior to this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A. Rule 504 Total	A, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security attion of the securities in this e information may be given rnish an estimate and check	Dollar Amount
Answer also in Appendix, Column of this filing is for an offering under Rule 504 or 505, enter the information requested sesuer, to date, in offerings of the types indicated, in the twelve (12) months prior to his offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distributiffering. Exclude amounts relating solely to organization expenses of the issuer. The subject to future contingencies. If the amount of an expenditure is not known, further box to the left of the estimate. Fransfer Agent's Fees Trinting and Engraving Costs Regal Fees Regal Fees Regal Fees	A, if filing under ULOE. for all securities sold by the the first sale of securities in Type of Security attion of the securities in this e information may be given rnish an estimate and check	Dollar Amount Sold \$ \$ \$

	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	;	<u>&</u>	9,990,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.			·
			Payments to Officers, Directors, and Affiliates	Payments to Others
	Salaries and fees		\$	□ s
	Purchase of real estate.		\$	□ s
	Purchase, rental or leasing and installation of machinery and equipment		\$	□ \$
	Construction or leasing of plant buildings and facilities		\$	□ \$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	s
	Repayment of indebtedness		\$	□ s
	Working capital		\$	□ \$
	Other (specify): Partnership Investments		\$	⊠\$ <u>99,990,0</u> 00
	Column Totals		\$	≥ \$99,990,000
	Total Payments Listed (column totals added)		⊠ \$_	<u>99,990,0</u> 00*
	D. FEDERAL SIGNATURE			

April 10, 2002

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

*Certain management fees are payable to the general partner pursuant to an investment advisory agreement between the general partner and each investor. The advisory agreement also contains a range of permitted sub-advisor fees.

Title of Signer (Print or Type)

Vice President

Aggressive Growth Investment Portfolio, L.P.

Name of Signer (Print or Type)

Kevin R. Lakin

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)